

LA OPALA RG LIMITED

CIN: L26101WB1987PLC042512

Chitrakoot, 10th Floor, 230A, A.J.C. Bose Road, Kolkata – 700020

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NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Company will be held at “Kala Kunj”, 48, Shakespeare Sarani, Kolkata 700 017 on Tuesday, the 14th August, 2018 at 03.00 P.M. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt Directors’ Report and Auditors’ Report and audited statement of accounts for the year ended 31st March, 2018.
2. To declare dividend for the year ended 31st March, 2018.
3. To appoint a Director in place of Mr Sushil Jhunjunwala (DIN 00082461) who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr Arun Churiwal (DIN 00001718) who retires by rotation and being eligible, offers himself for reappointment.

AS SPECIAL BUSINESS

5. As Ordinary Resolution:

To consider and if thought fit, to pass with or without modification, the following resolution if any, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149,152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, Prof. Santanu Ray (DIN 00642736), who was appointed as a Additional Director (Non-Executive & Independent) by the Board at the meeting held on 5th February, 2018 and whose term expires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term up to the conclusion of 36th Annual general Meeting of the Company in the calendar year 2023”.

Place: Kolkata

Date: 30th May, 2018

By Order of the Board

ALOK PANDEY

CFO & Company Secretary

Notes:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be lodged at the Company’s Registered Office not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 4th August, 2018 to Tuesday, 14th August, 2018 (both days inclusive).
4. Members are requested to bring their copy of Annual Report to the Meeting.
5. Shareholders requiring any information regarding accounts are requested to write to the company in advance so that the relevant information can be furnished by the Company.
6. Members of the Company are requested to intimate immediately to the Registered Office of the Company about the change of address, if any.
7. Members/Proxies are requested to bring the Attendance Slip duly filled in and hand it over at the entrance of the Meeting hall.

8. Reappointment of Directors

Mr Sushil Jhunjunwala (DIN 00082461) aged about 67 Years was appointed as Managing Director of the company on 30th September, 1994 and at present he is the Executive Vice Chairman of the Company. He has over 46 years of specialization in the Glass Industry. He has held important honorary positions in many organizations such as President of All India Glass Manufacturers Federation, President of Society of Glass Technology (Indian Section) and President of Calcutta Chamber of Commerce. He is also a Director of BSL Ltd, Genesis Exports Limited, SKJ Investments Private Limited (Formerly Anuradha Designers Private Limited), Ishita Housing Private Limited, SKJ Estate Private Limited and GDJ Housing Private Limited.

Mr Arun Churiwal (DIN 00001718) aged about 67 Years was appointed as Non-Executive Director of the company on 26th June, 2004. He has over 46 years of experience in the segments of textiles and agro products. He has held important honorary positions in many organizations, such as President of Merchants' Chamber of Commerce and Industry Kolkata, Mewar Chamber of Commerce & Industry Bhilwara, Rajasthan and Chairman of Indian Woolen Mills Federations, Mumbai. He is currently the Chairman and Managing Director of BSL Limited and Director in LNJ Financial Services Limited, Churiwala Properties & Investment Private Limited, PRC Niyojan Private Limited, LNJ Bhilwara Textile Anusandhan Vikas Kendra, Mandapam Vikas Private Limited, Mandawa Niyojan Private Limited, Prapti Apparels Co. Private Limited.

The Company has entered into an agreement with National Securities Depository Limited for availing Electronics Voting facility which is mandatory as per Companies (Management & Administration) Rule, 2015.

The facility of voting has been made available at the Annual General Meeting. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right and that the members who have cast their vote by remote e-voting prior to the date of meeting may also attend the meeting but shall not be entitled to cast their vote again.

Electronic Voting Instructions, User Id and Password are being informed by National Securities Depository Limited separately.

Place: Kolkata

ALOK PANDEY

Date: 30th May, 2018

CFO & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. (5)

Prof. Santanu Ray (DIN No 00642736) was appointed as Additional Director (Non Executive and Independent), on the recommendation of Nomination and Remuneration Committee at the Board Meeting held on 5th February, 2018. Pursuant to section 161 of the Companies Act, 2013 he holds office till the conclusion of next AGM and he is eligible for being appointed as an Independent Director. Prof. Santanu Ray is not disqualified from being appointed a Director in terms of section 164 of Act and has given his consent to act as Director of the Company.

He is a fellow member of Institute of Chartered Accountant of India having a very long experience in finance since 1972. He has conducted large number of management development programs with leading corporates and published several books, research papers and articles which have received acclamation across the country. He was associated with various companies like Tata Steel, Pasteur Merieux (France), Zydus Cadila Healthcare, B. K. Birla Group of companies and held position of director in B. P. Poddar Hospital & Medical Research Limited and project advisor in Emami Limited. At present he is an advisor in Excellence Tech Limited and Independent Director in various companies such as Century Ply Boards India Limited, Star Cement Limited, Meghalaya Cement Limited, Shyam Century Ferro Limited, and Kariwala Industries Limited He is also a Director of Saraswati Press Limited, West Bengal Text Book Corporation Limited, Westinghouse Saxby Farmer Limited and Gluconate Pharma Limited.

In the opinion of the Board, Prof. Santanu Ray fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Agreement and he is independent of the management.

None of the Directors, key managerial personnel and their relatives are, in any way, concerned or interested in the said resolution.

Place: Kolkata

ALOK PANDEY

Date: 30th May, 2018

CFO & Company Secretary

Route Map of 31st AGM Venue of La Opala RG Limited

